MINUTES

Meeting of the MassDOT Board of Directors and Joint Meeting of the MassDOT Board of Directors and the Fiscal and Management Control Board

July 16, 2018

Chair Stephanie Pollack called the MassDOT Board of Directors (Board) to order at 12:09 p.m.

Those present were Chair Stephanie Pollack, Directors Steven Poftak, Tim King, Ruth Bonsignore, Dean Mazzarella (departed at 2:57), Robert Moylan, Betsy Taylor, Brian Shortsleeve and Joseph Sullivan being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Highway Administrator Jonathan Gulliver, Registrar Erin Deveney, FMCB Chairman Joe Aiello, FMCB Director Brain Lang (joined the meeting at 1:50 p.m.), General Manager Luis Ramirez, General Counsel Marie Breen, Jean Fox, Rail and Transit Administrator Astrid Glynn, Deputy Rail Administrator, Jim Eng, Nathan Peyton, MBTA Acting Chief Financial Officer and Treasurer Paul Brandley.

Chair Pollack opened up the public comment session.

The first speaker, Representative Adrian Madaro from East Boston, commented on the Red/Blue Line Connector.

Next, Policy Director Joel Wool from Boston Councilor Lydia Edwards office and former Transportation Secretary Fred Salvucci commented on Red/Line Blue Line Connector.

Next, the following individuals also commented on the Red/Blue Line Connector: Tim Lawrence and Ethan Finlan from Transit Matters; John Kyper from the Sierra Club; Elena O'Malley East Boston resident and Terry (inaudible) from Newton.

Next, Richard Prone, MBTA Advisory Board representative from Duxbury, commented on the Kingston/Plymouth/Greenbush commuter rail schedule modifications and commuter rail parking.

Next, Marilyn McNabb invited Board Members to the upcoming Civil Rights Day at City Hall Plaza and commended RMV Community Outreach Coordinator Michelle Ellicks for her professionalism.

Next, was the approval of the minutes of the June 11, 2018 meeting.

On motion duly made and seconded, it was:

VOTED: To approve the minutes of June 11, 2018.

Next, Chair Pollack provided the report of the Secretary/CEO updating the Board on recent activities of MassDOT including: Focus40 next steps and draft plan availability and outreach; State Rail Plan Implementation Announcements; Industrial Rail Access Program (IRRAP)Grants; Complete Streets Funding Program; Supplemental Budget; Registry of Motor Vehicles wait times; South Coast Rail Phase I and Allston Multi-Modal Project.

Ms. Pollack concluded her remarks with updates on the Commission on the Future of Transportation in the Commonwealth listening sessions; MOU with municipalities on autonomous vehicles testing locations; Falcon Banding at the Gillis Bridge in Amesbury and the GLX Groundbreaking event, as set forth in the attached document labeled “Secretary’s Report to the Board, July 16, 2018.”

The Chair next called on Highway Administrator Jonathan Gulliver to present Agenda Item 3, the Report from the Highway Administrator. Mr. Gulliver updated the Board on the Commonwealth Avenue Bridge over I-90 impacts on users commencing on July 26 and concluding on August 11, 2018. Mr. Gulliver outlined the construction schedule, diversions and public outreach.

Mr. Gulliver continued updating the Board on the Padanaram Causeway in Dartmouth that had been closed for demolition and replacement on August 1, 2016 and reopened on June 11, 2018 and the I-91 Viaduct Rehabilitation in

Springfield. Mr. Gulliver recognized John Lozada and Alex Bardow as recipients of the American Public Works Association Award (APWA) and informed the Board of the Leonard P. Zakim Bunker Hill Memorial Bridge Outstanding Civil Engineering Achievement Award was awarded to MassHighway by the American Society of Civil Engineers.

Mr. Gulliver concluded his remarks discussing the working sessions in place to meet both the requirements of the Masschusetts State Police (MSP) MOU for services in FY2019 as well as the development of the FY2020 budget, as set forth in the "Highway Administrator's Report, July 16 2018." Discussion ensued.

Director Moylan reminded the Board that had previously requested that operational and financial audits be performed tover the next two to three years to validate services performed and report back to the Board with their findings.

MassDOT Director of Audit James Logan responded to Director Moylan's continued requests for audits indicating that going forward the law enforcement agency would be audited at least twice of year. Mr. Gulliver indicated that there would be stricter and transparent oversight and that he would be validating services and costs incurred.

Next, Chair Pollack called upon Registrar of Motor Vehicles Erin Deveney to present Agenda Item 4, the report of the Registrar of Motor Vehicle Division

ATLAS Implementation Update. Ms. Deveney provided the Board with a detailed 90-day update with progress and improvements in service and delivery since the introduction of ATLAS and Real ID, as set forth in the attached document labeled "Registry of Motor Vehicles ATLAS Implementation Update, July 16, 2016." Discussion ensued.

Secretary Pollack noted that Agenda Items 5 and 6, the Reports of the Rail and Transit Administrator and the Aeronautics Administrator were written submissions and included in their Board packages, as set forth in the attached documents labeled "Rail and Transit Administrator's Report, July 16, 2018" and "Aeronautics Administrator's Report, July 16, 2018." Discussion ensued.

Next, at the call of Chairman Joseph Aiello, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 1:50 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors (Board) Meeting for Joint Board presentations.

Secretary Pollack called upon Chair Aiello to present Agenda Item 7, the report from the Fiscal and Management Control Board. Chair Aiello provided some highlights of the last three FMCB meetings including updates on: GLX Program, MBTA's Strategic Human Resources Plan, Focus40, Better Bus Project, LEAN Productivity Initiative and the Commuter Rail Fare is Fair work.

Mr. Aiello continued reporting that staff had requested and the FMCB approved contracts for: Cabot Yard and Maintenance Facility Improvements for the Red Line/Orange Line infrastructure improvements; Green Line Track and Signal work between Beaconsfield and Riverside; additional on call track services and Engineering and Management Services for the Green Line Train Protection System. Additionally the FMCB approved a special $10 summer weekend commuter rail fare in an effort to test demand for weekend service on commuter rail.

Next, Chair Pollack called upon Deputy Rail Administrator Jim Eng, with contribution from Chair Pollack and General Manager Ramirez, to present Agenda Item 8, VHB Design Contract for South Coast Rail, discussion and possible action. Mr. Eng provided a project briefing, status, and activities planned for FY19 and a request for Approval of Amended Design Contract as set forth in the attached document labeled "Joint Board Presentation South Coast Rail, Phase 1 Service, July 16, 2018." Discussion ensued.

Chair Aiello and Director Poftak were concerned about the level of complexity of this contract. Mr. Eng indicated there would be an independent third-party firm to oversee the project with clear lines of responsibility and with one chief at the helm. Mr. Eng commented that the General Manager and the

South Coast Rail Team are meeting weekly to ensure there will be an appropriate fully dedicated team of people to oversee the project.

Director Poftak expressed concern about the 90-minute travel time and the grade crossing at Routes 140 and 24. Mr. Eng indicated he is moving ahead with engineering and design to get travel time under 90 minutes. Mr. Eng alluded that traffic studies are ongoing that they are still working mitigating grade crossing concerns at Routes 140 and 24.

Director Taylor had concerns about acquiring land before a 100% design is in place. Mr. Eng responded that the land would not be bought unless a high percentage of design was completed on the amount of land required for the project. Director Taylor said she is thoroughly encouraged by the statement that the project would be 100% state funded, but she will need both the T's assurance to the MassDOT Board that they have the money to buy and operate the equipment and that the MassDOT Board has genuine guarantees that the state will fund this project. Absent that, Ms. Taylor indicated she will not be as supportive of this project as some of her fellow board members would like her to be.

Director Bonsignore, indicated she would like work to commence now and identify a project manager now so there can be a fairly seemless transition and aggressive schedule between MassDOT and the handoff to the MBTA.

Director Bonsignore questioned the cost estimate for the amendment for CR design standards and requested that the proposed vote be amended to read for an amount not to exceed $25,000.000.

On motion duly made and seconded, it was

VOTED:

That the Secretary/CEO and/or her designee, be and hereby is authorized to execute, in the name and on behalf of the Department, and in a form approved by General Counsel, a certain Amendment No. 2 for MassDOT Contract No. 99771 entitled, South Coast Rail Extension Program Management/Construction Management, and Preliminary Design, for an amount not to exceed of $25,000,000.

Director Bonsignore abstained from voting.

Next, Secretary Pollack presented Agenda Item 9, Allston Intermodal Project Update. Ms. Pollack provided an overview of the project noting that on June 27, 2018 MassDOT convened the Allston I-90 Task Force in order to provide taskforce members and the public with an update on the status of the project since the completion of the Draft environmental Impact Report (DEIR) process. Ms. Pollack described MassDOT's new approach to addressing three key outstanding project issues and hearing ideas, and concerns and discussed next steps, as set forth in the attached document labeled "I-90 Allston Intermodal Project, July 16, 2018." Discussion ensued.

Chair Aiello questioned if the Arup team could conceptualize West Station in each of the three alternative environments based on future demand and growth and future highway configurations

Next, Chair Pollack called upon MBTA Acting Chief Financial Officer and Treasurer Paul Brandley to present Agenda Item 10, Renewal of the Debt and Swap Policies. Mr. Brandley informed the Board that both policies were established in June 2016 and require biennial review. Both Boards are being asked to approve one update to each policy.

The update on the Debt Issuance and Management Policy is to specifically allow taxable refundings. The update on the Mater Derivatives Policy would allow the Authority to have the ability to purchase outright protection against rising interest rates, as set forth in the attached document labeled "Reauthorization of MBTA Debt and Derivatives Policies, July 16, 2018." Discussion ensued.

Director Taylor endorses the adoption the both changes by both Boards after being briefed at a Finance and Audit Committee held earlier in the day.

On motion duly made and seconded, it was

VOTED:

That the members of the Fiscal and Management Control Board (the "FMCB") hereby recommend to the Board of Directors of the

Massachusetts Department of Transportation ("MassDOT") that it approve the Debt Issuance and Management Policy and Master Derivatives Policy of the Massachusetts Bay Transportation Authority (the "MBTA") in the form presented at this meeting.

FURTHER VOTED:

That the members of the Board of Directors of the Massachusetts Department of Transportation ("MassDOT') accept the recommendation of the Fiscal and Management Control Board (the "FMCB") and hereby reauthorize Debt Issuance and Management Policy and Master Derivatives Policy of the Massachusetts Bay Transportation Authority in the form presented at this meeting.

On motion, duly made and seconded, it was:

VOTED: to adjourn the MassDOT Board of Directors Meeting at 3:05 p.m.

Documents relied upon for this meeting**:**

Minutes of June 11, 2018
Secretary's Report to the Board, July 16, 2018
Highway Administrator's Report, July 16, 2018
Rail and Transit Administrator's Report, July 16, 2018
Aeronautics Administrator's Report, July 16, 2018
Joint Board Presentation South Coast Rail, Phase 1 Service, July 16, 2018
I-90 Allston Intermodal Project, July 16, 2018
Reauthorization of MBTA Debt and Derivatives Policies, July 16, 2018